



गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम-
महारत्न कम्पनी)

GAIL (India) Limited

(A Government of India Undertaking-
A Maharatna Company)

ND/GAIL/SECTT/2014

October 7, 2014

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400051

Sub.: Quarterly Compliance Report on Corporate Governance - Clause 49

Dear Sir,

This is in compliance of the Listing Agreement.

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended on 30th September, 2014.

The above is for your information and records.

Thanking you
Yours faithfully

(N.K. Nagpal)
Company Secretary
e-mail: nknagpal@gail.co.in

Encl.: As above

Copy to:

1. Listing Department
BSE Limited
Floor 1, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
2. Deutsche Bank AG, Filiale Mumbai
TSS & Global Equity Services
The Capital, 14th Floor
C-70, G Block, Bandra Kurla Complex
Mumbai -400051

K/A-Ms. Savita Desai

CIN: L40200DL1984GOI018976

Website: www.gailonline.com

16, भीकाएजी कामा प्लेस, आर. के. पुरम, नई दिल्ली - 110066 दूरभाष : 26182955 फ़ैक्स : 011-26185941
16, Bhikaiji, Cama Place, R. K. Puram, New Delhi - 110 066 Phone: 26182955 Fax : 011-26185941



Quarterly Compliance Report on Corporate Governance

Name of the Company : GAIL (INDIA) LIMITED
 Quarter ending on : 30th September, 2014

| S. No. | Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|-------------|--|-----------------------------|--------------------------|--|
| I. | Board of Directors | 49 I | | |
| (A) | Composition of Board | 49(IA) | No* | Please see remarks/footnote. |
| (B) | Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | - |
| (C) | Other provisions as to Board and Committees | 49 (IC) | Yes | - |
| (D) | Code of Conduct | 49 (ID) | Yes | - |
| II. | Audit Committee | 49 (II) | | |
| (A) | Qualified & Independent Audit Committee | 49 (IIA) | Yes | - |
| (B) | Meeting of Audit Committee | 49 (IIB) | Yes | - |
| (C) | Powers of Audit Committee | 49 (IIC) | Yes | - |
| (D) | Role of Audit Committee | 49 II(D) | Yes | - |
| (E) | Review of Information by Audit Committee | 49 (IIE) | Yes | - |
| III. | Subsidiary Companies | 49 (III) | Yes | - |
| IV | Disclosures | 49 (IV) | | |
| (A) | Basis of related party transactions | 49 (IVA) | Yes | - |
| (B) | Disclosure of Accounting Treatment | 49 (IVB) | Yes | - |
| (C) | Board Disclosures – Risk Management | 49 (IVC) | Yes | - |
| (D) | Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVD) | N.A. | - |
| (E) | Remuneration of Directors | 49 (IVE) | Yes | - |
| (F) | Management | 49 (IVF) | Yes | - |
| (G) | Shareholders | 49 (IVG) | Yes | - |
| V. | CEO/CFO Certification | 49 (V) | Yes | Complied with the Annual Report 2013-14. |
| VI. | Report on Corporate Governance | 49 (VI) | Yes | Complied with the Annual Report 2013-14. |
| VII. | Compliance | 49 (VII) | Yes | Complied with the Annual Report 2013-14. |

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(N.K. Nagpal)
Company Secretary

* GAIL being a Government Company under the administrative control of the Ministry of Petroleum and Natural Gas, Government of India. The Directors are nominated/ appointed by the Government of India. The Government of India is in process of selecting requisite number of Independent Directors.